

United States Bankruptcy Court District of Massachusetts				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Bluewater Hld Corp.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3044433			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, State & Zip Code): 60 Kendrick St Needham, MA <div style="text-align: right;">ZIP CODE 02494</div>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Norfolk			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): 60 Kendrick Street, Needham, MA <div style="text-align: right;">ZIP CODE 02494</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Bluewater Hld Corp.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: None		Case Number:	Date Filed:
District:		Relationship:	Judge:
<div style="text-align: center;">Exhibit A</div> <div>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</div> <div><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</div>		<div style="text-align: center;">Exhibit B</div> <div>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</div> <div>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</div> <div style="margin-top: 20px;"><div style="display: flex; justify-content: space-between;"><div style="text-align: center;">X</div><div>Signature of Attorney for Debtor(s)</div></div><div style="text-align: right;">Date</div></div>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<div><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</div> <div><input checked="" type="checkbox"/> No</div>			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<div><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</div> <div>If this is a joint petition: <div><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.</div></div>			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<div><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</div> <div><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</div> <div><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</div>			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<div><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</div> <div style="margin-top: 10px;"><div style="border-bottom: 1px solid black; width: 100%;"></div><div style="text-align: center;">(Name of landlord or lessor that obtained judgment)</div><div style="border-bottom: 1px solid black; width: 100%;"></div><div style="text-align: center;">(Address of landlord or lessor)</div></div> <div><div><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</div><div><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</div><div><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</div></div>			

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Bluewater Hld Corp.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X

/s/ John J. Aquino

Signature of Attorney for Debtor(s)

John J. Aquino 563260
Anderson Aquino, LLP
240 Lewis Wharf
Boston, MA 02110-3927
(617) 723-3600 Fax: (617) 723-3699
jjja@andersonaquino.com

October 19, 2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

/s/ Igor Popov

Signature of Authorized Individual

Igor Popov

Printed Name of Authorized Individual

Chief Executive Officer

Title of Authorized Individual

October 19, 2010

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

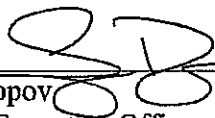
CERTIFICATE OF CORPORATE RESOLUTION

I, Igor Popov, Chief Executive Officer ("CEO") of bluewater Hld Corp. (the "Company"), hereby certify that the following resolution was adopted by a majority of the directors of the Company on October 8, 2010, with a quorum present and acting throughout and that the same has not been rescinded or modified and is still in effect.

RESOLVED:

That the Company's CEO be and hereby is authorized to take such actions, execute such documents, and make such filings on behalf of the Company, as may be necessary or appropriate in his judgment, on the advice of bankruptcy counsel, to file for bankruptcy protection under federal law on behalf of the Company, such CEO's approval to be conclusively evidenced by his execution of such documents and filings, and that he is hereby authorized to execute and deliver such actions, documents, and filings on behalf of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of October, 2010.



Igor Popov
Chief Executive Officer

**United States Bankruptcy Court
District of Massachusetts**

IN RE:

Case No. _____

Blewater Hld Corp.

Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Todd McMahon 10 Henry's Lane Norwell, MA 02061		loan		988,548.00
Rich And Jeff Cannon 33 Rhine Street Yarmouthport, MA 02675		loan		887,000.00
Phil Wells 42 Lawton Road Shirley, MA 01464		loan		225,000.00
Supermedia 2200 West Airfield Dr TX 29 DFW Airport, TX 75261		Trade debt		157,660.90
Otis Realty 9 Otis Street Westborough, MA 01581		Trade debt	Unliquidated Disputed	140,846.87
Beech Street 100 Cummings Center, Suite 430 G Beverly, MA 01915		Trade debt		130,717.58
Gato Realty PO Box 7156 Gilford, NH 03247		Trade debt		84,310.00
Choate Hall & Stewart 2 International Place Boston, MA 02110		Trade debt		73,755.20
Pipe Plus 651 Lancaster St Route 117 Leominster, MA 01453		Trade debt		47,501.28
Town Of Yarmouth PO Box 1150 South Yarmouth, MA 02664		Trade debt		44,423.13
Rasky Baerlin 70 Franklin St 3rd Floor Boston, MA 02110		Trade debt		43,302.92
Levine Nannis Katz Solomon 250 First Avenue Suite 101 Needham, MA 02494		Trade debt		39,372.00
American Express PO Box 981540 El Paso, TX 79998		Trade debt		37,702.98
CGGI 15 Braod Street Boston, MA 02109		Trade debt		34,864.20

Casner Edwards
303 Congress St Suite 201
Boston, MA 02210

Trade debt 34,532.94

Loud Fuel
552 Thomas B Landers Road
East Falmouth, MA 02536

Trade debt 28,279.14

Powell Stone & Gravel
259 Leominster Shirley Road
Lunenburg, MA 01462

Trade debt 27,865.92

Acme Precast
PO Box 2034
Taunton, MA 02536

Trade debt 26,290.10

Cape Cod Winwater
174 Airport Road
Hyannis, MA 02601

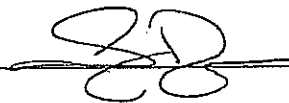
24,888.18

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation][or a member or an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 18, 2010

Signature: /s/ Igor Popov



Igor Popov, Chief Executive Officer

(Print Name and Title)

United States Bankruptcy Court
District of Massachusetts

IN RE:

Case No. _____

Bluewater Hld Corp.

Chapter 11

Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: October 18, 2010

Signature: /s/ Igor Popov

Igor Popov, Chief Executive Officer

Debtor

Date: _____ Signature: _____

Joint Debtor, if any

99 Crawford St LLC
15 Tamarac Road
Weston, MA 02493

A Perfect Answer
15241 Blackhawk Road
Ottumwa, IA 52501

Acme Precast
PO Box 2034
Teaticket, MA 02536

Agway Of Dennis
PO Box 1169
686 Rt 134
South Dennis, MA 02660

Airde Investigators Group
PO Box 50
Wayland, MA 01778

Airgas East
PO Box 827049
Philadelphia, PA 19182-7049

Allan J Coleman Co.
5725 N. Ravenswood Ave.
Chicago, IL 60660-3913

American Express
PO Box 981540
El Paso, TX 79998

Ardito, Sweeney, Stusse, Robertson
& Dupuy, P.C.
25 Mid-Tech Drive, Suite C
West Yarmouth, MA 02673

AT&T
PO Box 6463
Carol Stream, IL 60197

AT&T
99303 Collection Center Dr
Chicago, IL 60693

ATC Associates, Inc.
Dept. CH17565
Palatine, IL 60055-7565

AVAYA
PO Box 93000
Chicago, IL 60673-0001

B&R Electric
PO Box 942
Clinton, MA 01510

Bank Of America
PO Box 15710
Wilmington, DE 19886-5710

Bass River Engineering
Po Box 1163
East Dennis, MA 02641

Bay State Fence Company
281 Cooper Street
Springfield, MA 01108

Beech Street
100 Cummings Center, Suite 430 G
Beverly, MA 01915

Beech Street Enterprises
Attn: Brittini Wall
100 Cummings Center, Suite 430G
Beverly, MA 01915

BHR Electrical Services, Inc.
PO Box 286
Seekonk, MA 02771

Blue Cross Blue Shield
PO Box 4701
Woburn, MA 01888

Blue Cross Blue Shield
PO Box 371318
Pittsburgh, PA 15250-7318

Bodoff & Associates
120 Water Street
Boston, MA 02109

Bradford's Ace Hardware
PO Box 760
Hyannis, MA 02601

Brideau Oil Corporation
49 Cobbler Drive
Fitchburg, MA 01420-6531

Broadview Networks
PO Box 4292
Uniondale, NY 11555-9242

Brookline Bank
PO Box 740274
Cincinnati, OH 45274-0724

BXC Group, Inc.
Accounting Department
15 Elkins Street
Boston, MA 02127

Cape Cod Aggregates Corp
PO Box 96
1550 Phinney's Lane
Hyannis, MA 02601-0096

Cape Cod Truck
PO Box 399
300 Route 6A
Orleans, MA 02653

Cape Cod Winwater
174 Airport Road
Hyannis, MA 02601

Cape Tire Services, Inc.
45 Falmouth Road
Hyannis, MA 02601-0248

Carousel Industries Of North America
PO Box 849084
Boston, MA 02284-9084

Carquest Auto Parts
1 Iyannough Road
Hyannis, MA 02601

Casner Edwards
303 Congress St Suite 201
Boston, MA 02210

Casualts
39 Badger Circle
Milton, MA 02186

CGGI
15 Braod Street
Boston, MA 02109

Charles George COmpanies, Inc.
Po Box 857
Londonderry, NH 03053

Chase And Merchant, Inc.
Po Box 5
Dennisport, MA 02639

Choate Hall & Stewart
2 International Place
Boston, MA 02110

City Of Fitchburg
718 Main Street
Fitchburg, MA 01420

City Of New Bedford
PO Box 967
New Bedford, MA 02742-0967

Clear Channel Outdoor
89 Maple Street
Stoneham, MA 02180

CN Wood
PO Box 842615
Boston, MA 02284-2615

Coactive Capital Partners
655 Business Center Dr Suite 250
Horsham, PA 19044

COM Realty Corp
50 Kendrick St
Needham, MA 02494

Comcast
P.O. Box 6505
Chelmsford, MA 01824

Comcast
P.O. Box 1577
Newark, NJ 07101

Commercial Credit Group, Inc.
PO Box 60121
Charlotte, NC 28260

Commonwealth Of Massachusetts
Child Support Enforcement Division
PO Box 55140
Boston, MA 02205

Commonwealth Of Massachusetts
Secretary Of The Commonwealth
One Ashburton Pl 17th Fl
Boston, MA 02108

Commonwealth Of Massachusetts
IFTA Operations Unit
PO Box 7027
Boston, MA 02204

D.R. Guilebeault Air Compressor LLC
17 Park Avenue
Hudson, NH 03051

DCFS USA LLC
PO Box 2916
Milwaukee, WI 53201-2916

Dennis K. Burke, Inc.
PO Box 3639
Boston, MA 02241-3639

DJ Burnie
3 Perry's Way
Harwich, MA 02643

DuFour's RV Center Inc.
650 JF Highway
Fitchberg, MA 01420

E.L. Harvey And Sons, Inc.
68 Hopkinton Rd Route 135
Westboro, MA 01581-2126

Earth Source
Po Box 172
1958 Broadway
Raynham, MA 02767-0172

Eastern Bank
PO Box 843350
Boston, MA 02284

Economic Development Canada
151 O'Connor
Ottawa, ON K1A 1K3

Elink Design, Inc.
Attn: Billing
921 Beasley Street Suite 140
Lexington, KY 40509

Eplan Services, Inc.
700 N Colorado Blvd Suite 288
Denver, CO 80206

Equilease Funding Company LLC
General Post Office
PO Box 27961
New York, NY 10087-7961

Erseco, Inc.
97 East Main Street
Erving, MA 01344

F.W.Webb
160 Middlesex Turnpike
Bedford, MA 01730

Famhost, Inc
2030 S. Mead Street
Wichita, KS 67211

Fastenal Company
Po Box 1286
Winona, MN 55987-1286

Fedex
PO Box 371461
Pittsburgh, PA 15250

Financial Federal Credit Inc.
PO Box 200623
Houston, TX 77216

Fleetscreen, Ltd.
6000 Western Place Suite 480
Fort Worth, TX 76107

Flexible Business Systems
85 Corporate Drive
Hauppauge, NY 11788

Ford Credit
PO Box 94380
Palatine, IL 60094-4380

Forrest Hill Disposal
PO Box 184
Shirley, MA 01464

G. Lopes Construction, Inc.
490 Winthrop Street
Taunton, MA 02780-3115

Gardner Police Company
31 City Hall Avenue
Gardner, MA 01440

Gato Realty
PO Box 7156
Gilford, NH 03247

GE Transportation Finance
PO Box 822108
Philadelphia, PA 19182-2108

Genalco Inc Industrial And Contractor Su
333 Reservoir Street
Needham, MA 02494

Gennari Aronson, LLP
First Needham Place
250 First Avenue
Needham, MA 02949

Glenn E Hines
Excavation Contractor
35 Wachusett Street
Leominster, MA 01453

Graves Concrete
147 Gardner Road
E Templeton, MA 01438

Hannigan Engineering
8 Monument Square
Leominster, MA 01453

Henry Barber
76 Aldrich Street
Roslindale, MA 02131

High Country Workwear, Inc.
155 Hamilton Street
Leominster, MA 01453

JDC Realty Corp
33 Rhine Street
Yarmouthport, MA 02675

JF McDemont Co
1235 Auburn Street
Whitman, MA 02382

JP Noonan Transportation, Inc
PO Box 400
415 West Street
West Bridgewater, MA 02379-0400

Kee Enterprises, Inc.
PO Box 1663
Harwich, MA 02645

Kenmark Office Systems
PO Box 870
340 Main Street
Mashpee, MA 02649

Komatsu Financial
PO Box 99303
Chicago, IL 60693-9303

Levine Nannis Katz Solomon
250 First Avenue Suite 101
Needham, MA 02494

Livery Lim
PO Box 62
Mystic, CT 06355

Loud Fuel
552 Thomas B Landers Road
East Falmouth, MA 02536

Lowell Wastewater
First Street Blvd. (RT 10)
Lowell, MA 01850

MABEY
6770 Dorset Road
Elkridge, MD 21075

Manchester Hose And Couplings, LLC
264 Wilson Street
Manchester, NH 03103

Massachusetts Department Of Revenue
PO Box 70005
Boston, MA 02204

Mastermans LLP
PO Box 411
11 C Street
Auburn, MA 01501-0411

McCarter And English
265 Franklin Street
Boston, MA 02110-3113

MetLife SBC
PO Box 804466
Kansas City, MO 64180-4466

Metropolitan Telecommunications
PO Box 9660
Manchester, NH 03108-9660

MHOA
197 Micah Terrace
Milton, NH 03851

Mintz, Levin, Cohn, Ferris, Glovsky And
Popeo, P.C.
PO Box 4539
Boston, MA 02212-4539

Nashoba Valley Medical Center
200 Groton Road
Ayer, MA 01432

National Grid
PO Box 1005
Woburn, MA 01807-1005

National Grid
PO Box 4300
Woburn, MA 01888-4300

New England Recycling, Inc.
490 Winthrop Street
Taunton, MA 02780

NG Leo 1020 Gas
PO Box 4300
Woburn, MA 01888-4300

Northern Tree Services, Inc.
PO Box 790
1290 Park Street
Palmer, MA 01069

Nstar Electric
PO Box 4508
Woburn, MA 01888-4508

NU Flow
1010 Thornton Road South
Oshawa, ON L1J 7E2

OBE Groundwater Protection Distr
PO Box 2773
29 Overland Way
Orleans, MA 02653

Omni Services
293 Whitney Street
Leominster, MA 01453

Otis Realty
9 Otis Street
Westborough, MA 01581

PA Landers Inc
PO Box 217
351 Winter Street
Hanover, MA 02339

Paetec
PO Box 1283
Buffalo, NY 14240-1283

Peerless Insurance Company
PO Box 2051
Keene, NH 03431-7051

Pembroke Concrete Products, Inc.
793 Washington Street
Pembroke, MA 02359

Perella Weinberg Partners
767 Fifth Avenue
New York, NY 10153

Perma-Liner Industries, Inc.
13000 Automobile Boulevard Suite 300
Clearwater, FL 33762

Perma-Pipe
7720 North Lehigh Avenue
Niles, IL 60714-3491

Phil Wells
42 Lawton Road
Shirley, MA 01464

Pipe Plus
651 Lancaster St
Route 117
Leominster, MA 01453

Pitney Bowes Global Financing Serv. LLC
PO Box 856042
Louisville, KY 40285-6460

Pitney Bowes Global Financing Serv. LLC
PO Box 371887
Pittsburgh, PA 15250-7887

Pitney Bowes Postage By Phone
PO Box 856042
Louisville, KY 40285-6042

Poland Springs Water Company
PO Box 856192
Louisville, KY 40285-6192

Powell Stone & Gravel
259 Leominster Shirley Road
Lunenburg, MA 01462

R & R Plumbing Supply Company
170 Chandler Street
Worcester, MA 01609-2974

Raps Auto Parts Supply, Inc.
PO Box 291
Auburn, MA 01501

Rasky Baerlin
70 Franklin St 3rd Floor
Boston, MA 02110

Remote Dynamics Inc.
PO Box 910143
Dallas, TX 75391-0143

Remote Dynamics Inc.
PO Box 678664
Dallas, TX 75267-8664

Resnick Law Group
45 School Street
Boston, MA 02494

Rich And Jeff Cannon
33 Rhine Street
Yarmouthport, MA 02675

Richards, Layton & Finger
One Rodney Square
920 North King Street
Wilmington, DE 19801

Rip It Up Rentals
CL Remittance Center
Hartford, CT 06183-1008

RMV
76 Ross Way
Quincy, MA 02169

Rotary Collision Centers
23 Commerical Street
South Yarmouth, MA 02664

RSP Networks LLC
1140 Saratoga Street
East Boston, MA 02128

RT's Auto Center, Inc.
101 Airport Road
Fitchburg, MA 01420

Sani Tank
60 Lanides Lane
Leominster, MA 01453

SC Fuels
PO Box 4159
1800 West Katella Avenue Suite 400
Orange, CT 92863-4159

Selective Insurance Company Of America
PO Box 371468
Pittsburgh, PA 15250-7469

Septic Preservation Services LLC
38 Harold Sweet Drive
Attleboro, MA 02703

Service Tire Truck Center
2255 Avenue A
Bethlehem, PA 18017

Silva Electric
30 Bourne Hay Road
Sandwich, MA 02563

Sons Of Kristoff, Inc.
PO Box 398
Sterling, MA 01564

Southworth-Milton, Inc.
PO Box 3851
Boston, MA 02241-3851

Sprint
PO Box 4181
Carol Stream, IL 60197

State Of Connecticut
Department Of Revenue Services
PO Box 2974
Hartford, CT 06104

Sterling Business Products
DBA Sterling Printing
PO Box 845
Medford, MA 02155

Steven Decarlo Videography
PO Box 441563
Somerville, MA 02144

Sullivan Tire Co. Inc.
Attn: Credit Department
PO Box 370
Rockland, MA 02370

Supermedia
2200 West Airfield Dr TX 29
DFW Airport, TX 75261

TCF Equipment Finance, Inc.
PO Box 77077
Minneapolis, MN 55480-7777

The Corporate Finance Group, Inc.
15 Broad Street
Boston, MA 02109

The Granite Group
PO Box 2004
Concord, NH 03302-2004

The Mattabbassett District
Attn: Melissa Lancia
245 Main Street
Cromwell, CT 06416

The Metropolitan District
Po Box 800
Hartford, CT 06199-0092

THG Corp
The Hope Group LLC
PO Box 845001
Boston, MA 02284

Todd McMahon
10 Henry's Lane
Norwell, MA 02061

Toshiba Financial Services
PO Box 642111
Pittsburgh, PA 15264

Town Of Acton
Acton Board Of Health
472 Main Street
Acton, MA 01720

Town Of Allenstown
36 Canal Street
Allanstown, NH 03275

Town Of Barnstable
200 Main Street
Hyannis, MA 02601

Town Of Bourne
24 Perry Avenue
Buzzards Bay, MA 02532

Town Of Chatham
Water And Sewer Departments
221 Crowell Road At The DPW Building
Chatham, MA 02633

Town Of Concord
Town Treasurer
PO Box 590
Concord, MA 01742

Town Of Falmouth
Collectors Office
PO Box 904
Falmouth, MA 02541

Town Of Lunenburg
PO Box 135
Lunenburg, MA 01462

Town Of Westerly
68 White Rock Road
Westerly, RI 02891

Town Of Yarmouth
PO Box 1150
South Yarmouth, MA 02664

Town Of Yarmouth
Town Collector
PO Box 1150
South Yarmouth, MA 02664

Tri State Trucking Center Inc
PO Box 308
Shrewsbury, MA 01545

Trinet
PO Box 56346
Atlanta, GA 30343

Troupe Waste Services, Inc.
1477 Bedford Street
Abington, MA 02351

United Rentals, Inc.
PO Box 100711
Atlanta, GA 30384-0711

United States Treasury
Internal Revenue Service
Po Box 1236
Charlotte, NC 28201-1236

Unitil
PO Box 2015
Concord, NH 03302-2015

Upper Blackstone Water Pollution Abatem
50 Route 20
Millbury, MA 01527-2199

Utilitronics
Po Box 1616
Plainville, MA 02762

Veolia Water North America
Metro South Executive Park
1115 West Chestnut Street, Suite 303
Brockton, MA 02301

Verizon
PO Box 1
Worcester, MA 01654-0001

Verizon
PO Box 1100
Albany, NY 12250-0001

Vision Financial
PO Box 634622
Cincinnati, OH 45263-4622

W.B. Mason Co., Inc.
PO Box 55840
Boston, MA 02205-5840

Wastewater Treatment Services, Inc.
44 Commercial Street
Raynham, MA 02767

Wearguard
PO Box 7247-0342
Philadelphia, PA 19170-0342

Wells Fargo Equipment Finance Inc.
NW 8178
PO Box 1450
Minneapolis, MN 55485-8178

Wells Fargo Financial Leasing
PO Box 6434
Carol Stream, IL 60197-6434

Wright Express
97 Darling Avenue
South Portland, ME 04106-2301

Yellow Book Mid Atlantic
PO Box 11815
Newark, NJ 07101-8115

Zee Medical Services
PO Box 781433
Indianapolis, IN 46278-8433

Zep Sales And Service
PO Box 3338
Boston, MA 02204-3338

United States Bankruptcy Court
District of Massachusetts

IN RE:

Case No. _____

Bluewater Hld Corp.

Debtor(s)

Chapter 11

DECLARATION RE: ELECTRONIC FILING

PART I- DECLARATION

I [We] Igor Popov and _____, hereby declare(s) under penalty of perjury that all of the information contained in my petition, list of top 20 creditors and verification (singly or jointly the "Document"), filed electronically, is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)-7(b) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: October 18, 2010

Signed: _____

Affiant

Signed: _____

Joint Affiant

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant(s) signed this form before I submitted the Document, I gave the affiant(s) a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated: October 18, 2010

Signed: _____

Attorney for Affiant

John J. Aquino-563260

Anderson Aquino, LLP

240 Lewis Wharf

Boston, MA 02110-3927

(617) 723-3600 Fax: (617) 723-3699

jja@andersonaquino.com